



*BY LAWS*

*OF THE*

*NEW JERSEY STATE TROOPERS*

*NON-COMMISSIONED OFFICERS*

*ASSOCIATION FOUNDATION, INC.*

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NEW JERSEY STATE TROOPERS  
NON-COMMISSIONED OFFICERS ASSOCIATION FOUNDATION, INC.*

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*Revised 12/08/03*

*ARTICLE I*

*NAME*

The name of the Corporation shall be The New Jersey State Troopers Non-Commissioned Officers Association Foundation, Inc., a corporation duly organized under the laws of the State of New Jersey.

*ARTICLE II*

*LOCATION*

The principal office of the Corporation, at which general business of the Corporation will be transacted and where the records of the corporation will be kept, will be at 213 Crosswicks Road, in the City of Bordentown, and County of Burlington, State of New Jersey 08505.

*ARTICLE III*

*PURPOSE*

The purpose of the Corporation is to provide financial and other material assistance to the survivors or family members of State Troopers who die or are injured; to aid and assist State Troopers and/or families who are in need or State Troopers who become disabled; to create a scholarship fund to aid, encourage, stimulate, foster and promote educational activities in the field of criminal justice, political sciences and/or law through grants; scholarships and financial assistance to State Troopers and their children, and as deemed appropriate, scholarships and financial assistance to other persons outside of State Troopers and their children; to collect and otherwise raise money for said purposes; to raise funds and donations from interested individuals, charitable and educational organizations, corporations, agencies or other interested institutions; to accept, hold, invest, reinvest and administer any gifts, grants, bequests, devises, benefits of trusts (but not to act as trustee of any trust) and property of any sort, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof, exclusively for the charitable and educational purposes of the fund and generally to endeavor aid and assist State Troopers and their families by all available means and methods. Also, the Corporation was formed for the purpose of having other worthy organizations and individuals benefit from both charitable, financial and humanitarian assistance, regardless of race, religion or sex.

The Corporation is further organized to assist in improving the community through encouraging the community, media, and State Troopers to work together to reduce crime in the community.

**ARTICLE IV**  
**MEMBERS**

Members of the Corporation will consist only of members of the Board of Trustees.

**ARTICLE V**  
**BOARD OF TRUSTEES**

**Section 1**     **Number** - The number of members of the Board of Trustees of this Corporation will be no less than five (5) nor more than seven (7) at any one time.

**Section 2**     **Qualifications** - Each Trustee shall be an active member of the Division of State Police and a member in good standing of the State Troopers NCO Association of New Jersey.

**Section 3**     **Classification** - The Board of Trustees shall consist of at least one (1) representatives as follows: one (1) Trustee from the North portion of the State; one (1) Trustee from the Central portion of the State; one (1) Trustee from the Southern portion of the State, which geographic designation shall be consistent with the geographic designation of Troops A, Troop B and Troop C of the Division of State Police; and, one (1) Trustee who is assigned outside of the Field Operations Section. The Chairman of the Board of Trustees shall be the Treasurer of the State Troopers NCO Association of New Jersey.

It is the intent of this Corporation to be committed to a policy of fair representation on the Board of Trustees.

**Section 4**     **Election** - Election of new Trustees or election of current Trustees to consecutive terms will occur as the first item of business at the annual meeting of the Corporation. Trustees will be elected by a majority vote of the current Trustees.

**Section 5**     **Term** - The term of each Trustee of the Corporation will be two (2) years and may be selected to serve for more than one (1) term. Whenever the number of Trustees shall be for, any reason "including vacancies created by an increase in the number of authorized Trustees" be less than the authorized number, the vacancy or vacancies shall be filled by the affirmative vote of the remaining Trustees even though less than a quorum of the Board.

- Section 6 Powers of the Board* - The powers and duties of the Board of Trustees include, but are not limited to, the following: managing and controlling the affairs and property of the corporation toward the achievement of its stated purpose and goals; determining policies and procedures; raising and managing the funds of the corporation; appointing committees; adopting rules and regulations governing the actions of the Board; and establishing and maintaining a leadership development program for the Board. These powers and duties are to be implemented on the conditions that the fundamental and basic purposes of the corporation shall not be amended or repealed and that no part of the net earnings or capital of the Corporation shall inure to the benefit of any trustee or other private individual.
- Section 7 Resignation* - Any Trustee may resign at any time, orally or in writing, by notifying the Chairman or Secretary of the corporation. Resignation shall take effect at the time therein specified, and unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.
- Section 8 Removal* - Any Trustee may be removed with or without cause from removal will be given to members with the notice of the meeting.
- Section 9 Death, Resignation or Removal* - When a Trustee dies, resigns, or is removed, the Board may elect a new Trustee to serve for the duration of the unexpired term, except in the case of death, resignation of the Chairman, who in that case, the Treasurer of the State Troopers NCO Association of New Jersey shall succeed to the position of Chairman or, in the absence of a Treasurer of the State Troopers NCO Association of New Jersey by appointment to the position of Chair by the President of the State Troopers NCO Association of New Jersey, until such time as a Treasurer is elected.
- Section 10 Compensation* - The Trustees of the Corporation shall serve as such without compensation, but the Board of Trustees may authorize the payment by the Corporation of the reasonable expenses incurred by the Trustees in the performance of their duties and/or reasonable compensation for special services rendered by any Trustee. No salary or other compensation shall be paid to any officer of the Corporation unless the amount thereof has been approved by the Board of Trustees.

*Section 11* **Ex-Officio Members** - The President of the State Troopers NCO Association of New Jersey will serve as Ex-officio, non-voting member of the Board of Trustees and its committees without compensation.

**ARTICLE VI**  
**MEETINGS OF THE BOARD OF TRUSTEES**

*Section 1* **Annual Meeting** - The Board will conduct an annual meeting of the Board of Trustees commencing January, 2004. Commencing January, 2004, elections of the Trustees and the officers of the Corporation will be conducted at an annual meeting on a bi-annual basis and for the transaction of such other business as may properly come before the meeting shall be held on such date as may be fixed from time-to-time by the Board of Trustees. Not less than 30 days' written notice of the time and place of the annual meeting shall be given to all Trustees at their last known address on the records of the Corporation. Such notice may state the purpose or purposes of the meeting, and must state the purpose or purposes where required by law.

*Section 2* **Other Meetings** - The Board of Trustees meetings shall be held without notice in accordance with a schedule which the Board may establish from time to time. Special meetings may be held at any time when called by order of the Board of Trustees, the Chairman or one-third of the Trustees then in office.

*Section 3* **Notice of Special and Adjourned Meetings** - Notice of each special meeting of the Board of Trustees shall be (a) mailed to each Trustee, addressed to such Trustee at the residence or usual place of business of such Trustee, not less than three (3) or more than thirty (30) days before the day on which the meeting is to be held, or (b) delivered to such Trustee personally, not later than three (3) days before the day on which the meeting is to be held. Each such notice shall state the place, date and hour of the meeting any may state the purpose or purposes thereof, but shall state the purpose or purposes thereof where required by law. Notice of any special meeting of the Board of Trustees need to be given to and Trustee who shall sign a waiver of notice of such meeting, whether before or after such meeting, or who attends such meeting without protesting the lack of notice of such meeting. No notice need be given of any adjourned meeting if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is

taken and if the period of adjournment does not exceed ten (10) days in any one adjournment.

- Section 4** *Place of Meeting* - Each meeting of the Board of Trustees shall be held at such location to be determined by the Chairman and specified in the notice or waiver of notice thereof.
- Section 5** *Voting* - At all meetings of the Board of Trustees, each trustee present will be entitled to cast one (1) vote on any motion coming before the Board. The presence of a simple majority of the membership in person or by proxy will constitute a quorum at any meeting. If, at any meeting of the Board of Trustees, there should be less than a quorum present, the trustees present may adjourn the meeting until such time that a quorum is obtained. Or the trustees present may proceed with the business at hand and any motions made at the meeting will be communicated to the absent trustees by way of a written mail ballot and the minutes. Such motion shall not be considered valid, however, until enough ballots have been returned to constitute a simple majority vote.
- Section 6** *Proxy* - Proxy voting will be permitted, proving that the Secretary of the meeting receives prior to or at the commencement of the meeting a written notice from the trustee or trustees in absentia authorizing a Trustee present to vote in his/her name.
- Section 7** *Participation* - Any one or more trustee(s) may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.
- Section 8** *Robert's Rules* - Robert's Rules of Order will be the authority for all questions or procedural issues at any meetings of the corporation.
- Section 9** *Action* - Any action required or permitted to be taken by the Board pursuant to the Certificate of Incorporation, these By-Laws, or any provision of the law, may be taken without a meeting if all the Trustees consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Trustees shall be filed with the minutes of the proceedings of the Board.

**ARTICLE VII**  
**OFFICERS**

- Section 1**     *Officers* - The officers of this Corporation will be the Chairman and Vice-Chairman. The Chairman shall be the Treasurer of the State Troopers NCO Association of New Jersey and will also function as the Treasurer of the Corporation. The Officers of the Corporation shall be elected by the Board of Trustees from among the members of the Board.
- Section 2**     *Election* - The officers, except that of Chairman, shall be elected by the Board of Trustees at its first meeting and shall be elected bi-annually thereafter by the Board of Trustees at its annual meeting held each year. Each officer shall hold office until the next election of the Board of Trustees and thereafter until his or her successor shall have been elected and shall qualify, or until death, resignation, or removal of such officer.
- Section 3**     *Resignation* - Any officer may resign at any time by delivering a written resignation which shall be effective upon receipt thereof by the Corporation, or at a subsequent time specified in the letter of resignation.
- Section 4**     *Removal* - Any officer may be removed at any time, either with or without cause, by the Board of Trustees.
- Section 5**     *Vacancies* - Any vacancy in any office may be filled for the unexpired portion of the term by the Board of Trustees, except that of Chairman, which shall be the Treasurer of the State Troopers NCO Association of New Jersey, or in the absence of a Treasurer as by appointment by the President of the State Troopers NCO Association of New Jersey, until a Treasurer is so elected.
- Section 6**     *Chairman* - The Chairman shall preside at all meetings of the Board of Trustees, and shall have a general supervision over the Corporation's business and affairs subject to the control of the Board of Trustees. The Chairman shall also have such other powers and duties not inconsistent with these By-Laws as may be assigned from time-to-time by the Board of Trustees. The Chairman will also function as the Treasurer of the Corporation and will have general charge of the finances of the Corporation. When necessary and proper, he/she will endorse on behalf of the Corporation all checks, drafts, notes and other obligations and evidences of the payment of money to the



Corporation or coming into his/her possession; and he/she will deposit the same, together with all other funds of the Corporation coming into his/her possession, in such bank or depositories as the Board of Trustees may designate. He/She will keep full and accurate account of all receipts and disbursements of the Corporation in books belonging to the Corporation, which will be open at all times to the inspection of the Board of Trustees on a quarterly basis each fiscal year, and will from time-to-time make such other reports to the Board as may be required.

*Section 7* **Vice Chairman** - The Vice Chairman, in the absence of the Chairman or the inability of the Chairman to act, perform the duties of the office of the Chairman and shall have such authority and perform such other duties as the Board of Trustees or the Chairman shall prescribe or assign from time-to-time. The Vice Chairman shall also function as the Secretary of the corporation and shall be custodian of all records and documents and of the seal of the Corporation, and shall affix such seal to all instruments, when authorized or directed to do so by the Board of Trustees of the Corporation; and shall in general perform such other duties, not inconsistent with these By-Laws, as are incident to the office of the Vice Chairman or as may be determined from time-to-time by the Board of Trustees or the Chairman.

*Section 8* **Additional Powers** - Any officer of the Corporation, in addition to the powers conferred upon him/her by these By-Laws, will have such additional powers and perform such additional duties as may be prescribed from time-to-time by the Board of Trustees.

#### **ARTICLE VIII COMMITTEES**

*Section 1* The Board of Trustees may from time-to-time appoint such committees as it may deem advisable. Each such committee shall have such power, and the members thereof shall hold office for such periods, as the Board of Trustees may from time-to-time determine. The rules of procedure of each such committee shall be determined from time-to-time by the committee, subject to the approval of the Board. Any such committee may be abolished or any member thereof may be removed, with or without cause, at any time by the Board of Trustees. Committees may contain persons who are not Trustees

provided the acts of such committees are advisory only and not binding upon the Corporation.

**ARTICLE IX**  
**MISCELLANEOUS**

- Section 1**     **Depositories** - The Board of Trustees is authorized to select such depositories as it shall deem proper for the funds of the Corporation. All checks, drafts, and other orders for payment of funds will be signed by the Chairman or such other persons as the Board of Trustees may from time-to-time designate.
- Section 2**     **Funds** - The funds of the Corporation may be retained in whole or in part in cash, or may be invested and reinvested from time-to-time in such property, real, personal, or otherwise, or marketable securities, as the Board of Trustees in its discretion may deem desirable.
- Section 3**     **Authorization** - The Board of Trustees may authorize any officer or officers, agent or agents or the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of, or on behalf of, the Corporation. Such authority may be general or limited to specific instances.
- Section 4**     **Books and Records** - The corporation will keep at the principal office correct and complete books and records of accounts, as well as a minutes book, which is to include a copy of the Certificate of Incorporation, a copy of these By-Laws, Minutes of the proceedings of the Board of Trustees and its committees, and a list of the names and addresses of the Trustees. All books and records of the Corporation may be inspected by any Trustee for any proper purpose at a reasonable time and upon reasonable notice.
- Section 5**     **Audit** - The Board of Trustees will request an annual audit of the complete books and records of account of the Corporation by an independent accounting firm, such accounting firm to be selected by the Board of Trustees.
- Section 6**     **Fiscal Year** - The fiscal year of the Corporation will be January 1 through December 31.

*Section 7 Corporate Seal* - The seal of the Corporation will be in circular form that will bear the name of the Corporation and the words and figures showing that it was incorporated in the State of New Jersey and the year of incorporation.

*Section 8 Approvals* - Pursuant to these By-Laws, the Board of Trustees may approve or disapprove undertaking programs intended to further the Corporation's purpose of broadening, enhancing, and improving the services provided by the State Troopers NCO Association of New Jersey, Inc., and as more specifically set forth in the purposes as enumerated in Article I of the By-Laws.

*Section 9 Certain Donations* - The Board of Trustees will approve all donations, whether cash, goods, or services, prior to accepting them on behalf of the State Troopers NCO Association of New Jersey. The Board of Trustees recognizes the sensitive nature of the State Troopers NCO Association of New Jersey's mission and it will not accept any donation which would create even the appearance of impropriety or conflict of interest.

*Section 10 Conflicts* - Trustees, officers, and administrative staff shall disclose in writing to the Board of Trustees any person to whom they are closely related or any organization with which they are affiliated who or which presently transact business with the Corporation or might reasonably be expected to do so in the future. Each disclosure shall be updated and resubmitted on a yearly basis.

An affiliation with an organization will be considered to exist when a trustee, officer, or administrative staff member or a member of his/her immediate family or close relative is an officer, director, trustee, partner, employee or agent of the organization, or owns five(5)percent of the voting stock and controlling interest in the organization, or has any other substantial interest or dealings with the organization.

## *ARTICLE X DISSOLUTION*

Upon the dissolution of the Corporation and after the payment or the provision for payment of all the liabilities of the Corporation, the Board of Trustees will dispose of all the assets of the Corporation exclusively for the purpose of the Corporation or to organizations that are then qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code.

Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principal office of the Corporation is located.

*ARTICLE XI*  
*AMENDMENTS*

The Board of Trustees may amend these By-Laws and include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written notice of at least thirty (30) days, any number of amendments or an entire revision of the By-Laws may be submitted and voted upon at a single meeting of the Board of Trustees and will be adopted at such meeting upon receiving two-thirds (2/3) vote of the Board. Notwithstanding any provision to the contrary, no amendment or repeal of Article IX, Sections 8 and 9 of these By-Laws will be made except by unanimous vote of the Board of Trustees.

